



## APOLLO TYRES LTD

Regd. Office: 3rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036 (Kerala)  
(CIN-L25111KL1972PLC002449) Tel: +91 484 4012046 Fax: +91 484 4012048, Email: investors@apolloytyres.com  
Web: apolloytyres.com

### NOTICE

NOTICE is hereby given that the 43<sup>rd</sup> Annual General Meeting of the members of **APOLLO TYRES LTD** will be held as under: -

**DAY** : Tuesday  
**DATE** : August 9, 2016  
**TIME** : 10:00 AM  
**PLACE** : Kerala Fine Arts Theatre,  
Fine Arts Avenue,  
Foreshore Road, Ernakulam,  
Kochi (Kerala), India

to transact the following businesses:-

#### ORDINARY BUSINESS:

1. To consider and adopt:
  - a. the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
  - b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr Robert Steinmetz (DIN – 0178792), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :-

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S), which has been approved at the Annual General Meeting held on August 6, 2014, for a term of 3 years i.e. from the conclusion of the 41<sup>st</sup> Annual General Meeting until the conclusion of the 44<sup>th</sup> Annual General Meeting, be and is hereby ratified for the FY17 and the Board of Directors/

Committee of the Board be and is hereby authorised to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit under the Companies Act, 2013.”

#### SPECIAL BUSINESS:

5. To ratify the payment of remuneration to the Cost Auditor for the FY17 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditor, M/s. N P Gopalakrishnan & Co., Cost Accountants appointed by the Board of Directors of the Company for carrying out Cost Audit of the Company’s plants at Perambra, Vadodara and Chennai as well as Company’s leased operated plant at Kalamassery for the FY17 be paid out a remuneration of ₹ 2.50 lac per annum plus reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint General Bikram Singh (Retd.) (DIN 07259060), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Sections

149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, General Bikram Singh (Retd.) (DIN 07259060), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 11, 2015, in terms of Section 161(1) of the Companies Act, 2013 whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to August 10, 2020.”

7. To appoint Mr. Vinod Rai (DIN 01119922), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vinod Rai (DIN 01119922), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 9, 2016, in terms of Section 161(1) of the Companies Act, 2013 whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to February 8, 2021.”

8. To appoint Mr. Francesco Gori (DIN 07413105), as Non-Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Francesco Gori (DIN 07413105), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. February 9, 2016, in terms of Section 161(1) of the Companies Act, 2013 whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing

his candidature for the office of Director, be and is hereby appointed as Non-Independent Director of the Company, liable to retire by rotation.”

By Order of the Board  
For Apollo Tyres Ltd

Place: Gurgaon  
Date: May 11, 2016

(SEEMA THAPAR)  
Company Secretary

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed herewith.

2. Members/Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. The Register of Members and Share Transfer Books shall remain closed from August 3, 2016 to August 9, 2016 (both days inclusive) for payment of dividend on equity shares. The dividend, as recommended by the Board of Directors, if declared at the meeting, will be paid, within 30 days from the date of declaration, to the members holding shares as on the record date i.e. August 2, 2016 on 50,90,24,770 equity shares of the Company. In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the respective depositories for this purpose.
4. Corporate members are requested to send a duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special businesses set out above is annexed hereto.

6. All documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 AM to 5:00 PM on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

7. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting (AGM).
8. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the AGM.
9. The shares of the Company are under compulsory demat list of Securities & Exchange Board of India w.e.f. November 11, 1999. The trading in equity shares can now only be in demat form. In case you do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.
10. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
11. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
12. Voting through Electronic Means
- I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration)

Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("**remote e-voting**") through the electronic voting service facility arranged by National Securities Depository Limited (NSDL).

The facility for voting, through polling paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The Instructions for e-voting are as under:

- (A) In case of members' receiving e-mail from NSDL;
- i. Open e-mail and PDF file viz. "ATL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for e-voting. Please note that the password is an initial password.
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii. Click on Shareholder – Login
  - iv. Put user id and password as initial password in step (i) above. Click Login.
  - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - vii. Select "EVEN" of Apollo Tyres Ltd.
  - viii. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also click "Confirm" when prompted.
  - x. Institutional shareholders (i.e. other than individuals, HUF, NRI etc are required to send scanned copy (PDF/JPG Format)

of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail [tenrose@vsnl.com](mailto:tenrose@vsnl.com) or [investors@apolloyres.com](mailto:investors@apolloyres.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- (B) In case of members' receiving physical copy of the Notice of AGM and attendance slip:
- Initial password is provided below the attendance slip
  - Please follow all steps from Sl. No (ii) to (x) above, to cast vote.

- If you are already registered with NSDL for e-voting then you can use your existing user id and password for casting your vote.
- The e-voting period commences on August 6, 2016 (10:00 AM) and ends on August 8, 2016 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 2, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be as per the number of equity shares held by members as on the cut-off date of August 2, 2016.
- Mr.P.P.Zibi Jose, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
- The Results shall be declared by the Chairman or the person authorised by him in writing not later than three days of conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.apolloyres.com](http://www.apolloyres.com) and on the website of NSDL immediately after the result is declared by the Chairman. Members may also note that the Notice of the 43<sup>rd</sup> Annual General Meeting and the Annual Report 2016 will be available on the Company's and NSDL website.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 2, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Mr Rajiv Ranjan, Assistant Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in), Toll free no- 1800-222-990. Members may also write to the Company Secretary at the email ID: [investors@apolloyres.com](mailto:investors@apolloyres.com).

- Electronic copy of the Annual Report and Notice of the 43<sup>rd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 43<sup>rd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof, as the same will be transferred to the "Investor Education and Protection Fund" of the Central Government pursuant to Section 125 of the Companies Act, 2013 (Section 205C of the Companies Act, 1956) on the respective dates mentioned there against. Kindly note that after such transfer, the members will not be entitled to claim such dividend.

Financial Year Ended	Due date of Transfer
31.03.2009	22.09.2016
31.03.2010	28.09.2017
31.03.2011	15.10.2018
31.03.2012	13.10.2019
31.03.2013	06.10.2020
31.03.2014	05.10.2021
31.03.2015	10.10.2022

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register the same by submitting the duly filled in "E-mail Registration Form", available on the website of the Company, to the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
16. The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website (www.apollotyres.com) of the Company.
17. As per the provisions of Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI of the Regulations, the unclaimed/undelivered shares lying in possession of the Company had been dematerialised and transferred into an "Unclaimed Suspense Account". Shareholders who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the shareholders furnishing the necessary details to enable the Company to take necessary action.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
20. Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his re-appointment and his brief profile forms part of the explanatory statement.
21. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our corporate office, or at our e-mail ID: investors@apolloytyres.com. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
22. The route map of the venue for the Annual General Meeting is attached herewith and also available on the website of the Company.
23. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India **"No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"**.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 5**

The Board at its meeting held on May 11, 2016, on the recommendation of the Audit Committee, had re-appointed M/s. N.P. Gopalakrishnan & Co., Cost Accountants for carrying out Cost Audit of the Company's plants at Perambra, Vadodara and Chennai as well as Company's leased operated plant at Kalamassery for the FY17 on remuneration of ₹ 2.5 lac per annum plus reimbursement of out of pocket expenses.

As per Rule 14 of The Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditors which is recommended by the Audit Committee shall be considered and approved by the Board of Directors and subsequently ratified by the shareholders.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.5 for your consideration and ratification.

### **Item No. 6**

General Bikram Singh (Retd.), was appointed by the Board as an Additional Director on the Board of your Company w.e.f. August 11, 2015, pursuant to Section 161(1) of the Companies Act, 2013. General Bikram Singh (Retd.), holds office upto the date of the ensuing Annual General Meeting. A notice under Section 160 of the Companies Act, 2013 has been received from a member along with a deposit of ₹ 1 lac proposing the candidature of Gen. Bikram Singh (Retd.) as a Director of the Company.

General Bikram Singh aged about 64 years is the former Chief of the Indian Army who superannuated on July 31, 2014. For his distinguished and meritorious services, the



President of India awarded him with the Param Vishisht Seva Medal, Uttam Yudh Seva Medal, Ati Vishisht Seva Medal, Sena Medal and Vishisht Seva Medal.

He is a graduate of the US Army War College, Pennsylvania, USA, where he was also inducted into the War College 'Hall of Fame' in 2013. As the Chief of Indian Army, he was awarded with the 'Legion of Merit' by the President of United States for exceptionally meritorious conduct in performance of outstanding services. In addition to two Master's Degrees from India (Madras University and Devi Ahilya, Indore), he has also Masters in Strategic Studies from the US Army War College, Carlisle, Pennsylvania.

He has served in three United Nations Missions in ONUCA in Nicaragua, ONUSAL in El Salvador and MONUC in DR Congo. In his last assignment in MONUC, he was the Divisional Commander of a multinational Division comprising over 12,500 personnel from 48 nationalities. An avid golfer, the General has been the President of Indian Golf Union from 2012 to 2013 and the President of Indian Polo Association from June, 2012 to July 31, 2014.

General Bikram Singh (Retd.) does not hold directorship in any other Company.

He is not holding any shares of the Company.

He does not have inter-se relationship with any other Director of the Company

Section 149 and Section 152 of the Companies Act, 2013 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment upto five years, subject to passing of special resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the Annual General Meeting.

The provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, General Bikram Singh (Retd.) being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto August 10, 2020.

The Company has received from General Bikram Singh (Retd.)

- (i) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013.

- (ii) A declaration to the effect that he meets the criteria of independence as provided under Sub Section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, General Bikram Singh (Retd.) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter for appointment of General Bikram Singh (Retd.) as an Independent Director would be available for inspection without any fee by the members at the Registered Office and Corporate Office of the Company during normal business hours on any working day, excluding Saturday and at the venue of the meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of General Bikram Singh (Retd.) as an Independent Director.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or KMPs of the Company or their relatives except General Bikram Singh (Retd.) himself is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.6 for your consideration and approval.

#### **Item No. 7**

Mr. Vinod Rai, was appointed by the Board as an Additional Director on the Board of your Company w.e.f. February 9, 2016, pursuant to Section 161(1) of the Companies Act, 2013. Mr. Vinod Rai, holds office upto the date of the ensuing Annual General Meeting. A notice under Section 160 of the Companies Act, 2013 has been received from a member along with a deposit of ₹ 1 lac proposing the candidature of Mr. Vinod Rai as a Director of the Company.

Mr. Vinod Rai aged about 68 years is the Ex-Comptroller and Auditor General of India. He holds a Masters Degree in Economics from the University of Delhi, and Masters in Public Administration from Harvard University. Mr. Rai is a 1972 batch Kerala cadre officer of Indian Administrative Service (IAS). He was the MD of Kerala State Co-operative Marketing Federation from 1977 to 1980. Prior to his appointment as Financial Services Secretary, Mr. Rai was an Additional Secretary in the Banking Division of the Finance Ministry. He has been recently awarded Padma Bhushan for the year 2016.

He was also the nominee Director of the Government of Kerala in the Company during 1997 to 2002.

He holds the directorship in IDFC Bank, IDFC Ltd., IDFC Financial Holding Company Ltd., Shubham Housing Development Finance Company Ltd. and Grassroot Trading Network for Women.

Mr Vinod Rai also holds Chairmanship/Membership of Committees in the following companies:-

**Audit Committee**

Member - IDFC Bank

Member - IDFC Ltd.

Member - IDFC Financial Holding Company Ltd.

**Stakeholders Relationship Committee**

Chairman- IDFC Ltd.

He is not holding any shares of the Company.

He does not have inter-se relationship with any other Director of the Company

Section 149 and Section 152 of the Companies Act, 2013 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment upto five years, subject to passing of special resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the Annual General Meeting.

The provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Vinod Rai being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term upto February 8, 2021.

The Company has received from Mr. Vinod Rai –

- (i) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013.
- (ii) A declaration to the effect that he meets the criteria of independence as provided under Sub Section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vinod Rai fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter for appointment of Mr. Vinod Rai as an Independent Director would be available for inspection without any fee by the members at the Registered Office and Corporate Office of the Company during normal business hours on any working day, excluding Saturday and at the venue of the meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vinod Rai as an Independent Director.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or KMPs of the Company or their relatives except Mr. Vinod Rai himself is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.7 for your consideration and approval.

**Item No. 8**

Mr. Francesco Gori, was appointed by the Board as an Additional Director on the Board of your Company w.e.f. February 9, 2016, pursuant to Section 161(1) of the Companies Act, 2013. Mr. Francesco Gori, holds office upto the date of the ensuing Annual General Meeting. A notice under Section 160 of the Companies Act, 2013 has been received from a member along with a deposit of ₹ 1 lac proposing the candidature of Mr. Francesco Gori as a Director of the Company.

Mr. Francesco Gori aged about 64 years, has a degree in Economics from Università degli Studi in Florence and he possesses experience over 33 years with Pirelli Tyre S.p.A Group in the field of product development, sales & marketing, product management etc. He has had a long and illustrious career in the tyre industry. His last appointment was as the CEO of Pirelli Tyre, a position that he held from 2006 till he left the company in 2012. He has also served as a Member of the Board of Directors of many companies of Pirelli & C Group. He had joined the Company as “Advisor for Strategy” effective from October 26, 2015 to support the goal of international growth, identification and development of new opportunities and has been Member of Management Board of the Company.

He holds the directorship in Snam Spa, Car Affinity Spa, Messaggerie Italiane Spa and Benetton Spa.

He is not holding any shares of the Company.

He does not have inter-se relationship with any other Director of the Company.

The Company has received from Mr. Francesco Gori Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Francesco Gori.

---

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or KMPs of the Company or their relatives except Mr. Francesco Gori himself is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.8 for your consideration and approval.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS**

**Item No. 3**

Mr Robert Steinmetz, aged about 76 years, joined the board of your company during 1999. He has been the Chief of International Business Unit of Continental AG, Germany.

Mr. Robert Steinmetz known for his unwavering focus on value creation and sound long term business strategy, has almost 40 years of extensive experience in the international tyre manufacturing industry.

He holds a diploma in machinery building and has worked with Continental AG for most of his career.

He has been associated with Apollo tyres since 1999. As an active member, he not only contributes to discussion, but also facilitates discussion by sharing his insightful feedback on various business strategies and consumer behavior.

He is not holding any shares of the Company.

None of the Directors or KMPs of the Company or their relatives except Mr Robert Steinmetz himself is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.3 for your consideration and approval.

**Item Nos 6 to 8**

For the details of Gen. Bikram Singh (Retd.), Mr. Vinod Rai and Mr. Francesco Gori, please refer to Item Nos. 6 to 8 of the Special Business in the Explanatory Statement of this Notice.


By Order of the Board  
For Apollo Tyres Ltd

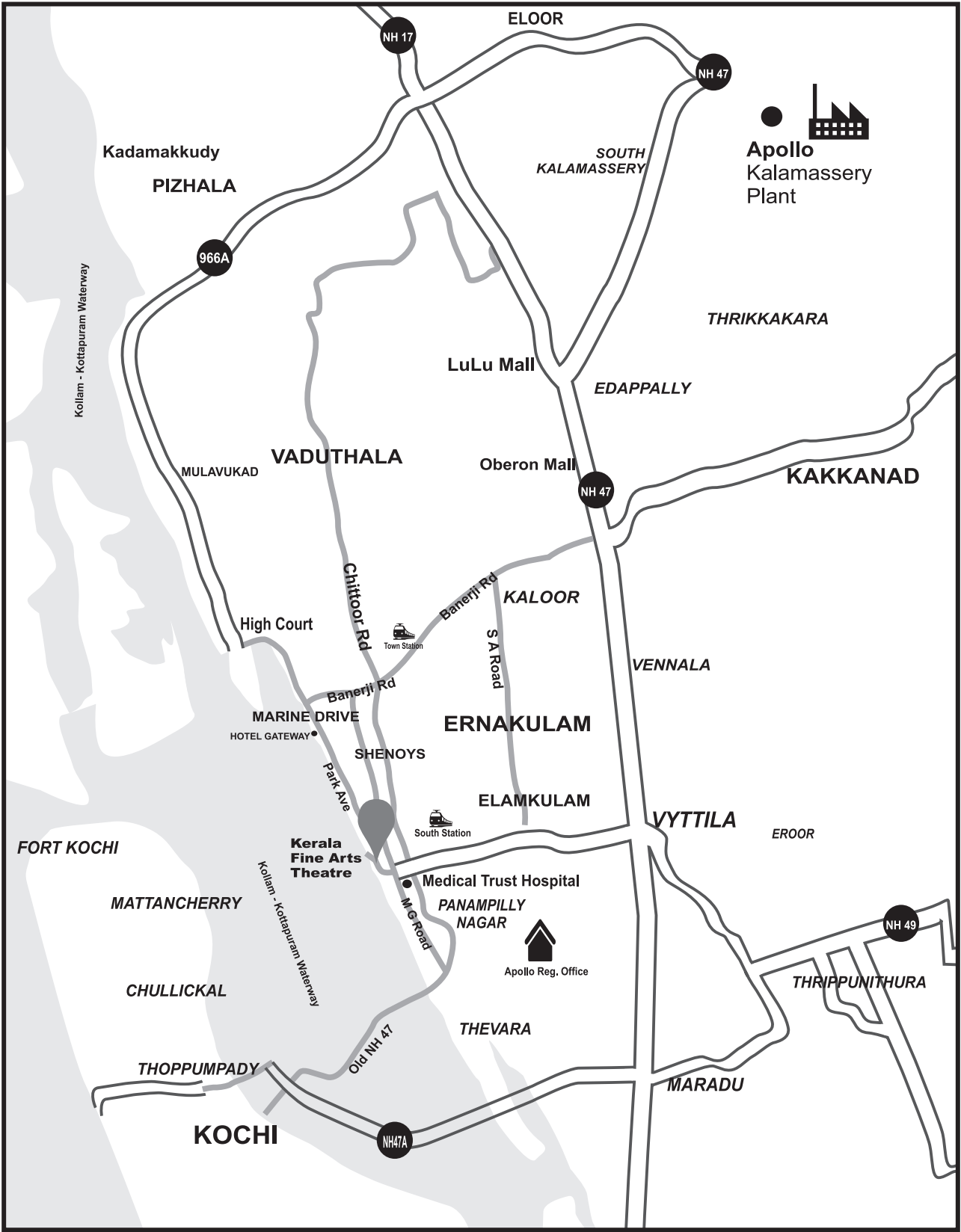
Place: Gurgaon  
Date: May 11, 2016

**(SEEMA THAPAR)**  
Company Secretary



# Route Map to the Venue of the AGM

 **Kerala Fine Arts Theatre**  
Fine Arts Avenue  
Foreshore Road  
Kochi



## Notes